

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

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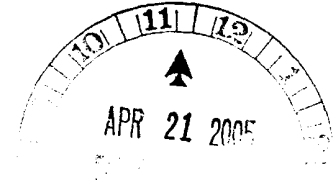
www.hlmx.com

April 19, 2005

RECORDATION NO. 21661-A FILED

APR 21 '05

4-07 PM



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

SURFACE TRANSPORTATION BOARD

RE: Partial Termination of Lease of Railroad Equipment dated as of April 14, 2005 for the Termination of Schedule No. 9 dated as of July 1, 1998 ("**Termination**") by Helm Financial Corporation

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Union Pacific Railroad Company
1400 Douglas
Omaha, NE 68179-0001

Equipment: (84) Open Top Hopper Railcars
HLMX 87007-87788 (Not-Inclusive)

Please record this Termination of Lease of Railroad Equipment as a supplemental agreement to STB Recordation No. **21661** filed on September 23, 1998 at 2:28 PM. The filing fee of \$32.00 is included in our enclosed check.

Summary: Termination of Lease of Railroad Equipment dated as of April 14, 2005 by Helm Financial Corporation for 84 open top hopper railcars; HLMX 87007-87788 (Not-Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 21661.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf

Enclosures (2)

APR 21 '05

4-07 PM

TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of April 14, 2005 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into Schedule No. 9 dated as of July 1, 1998 to the Master Full Service Lease Agreement dated as of January 3, 1995 ("Lease") with **Union Pacific Railroad Company**, a Utah corporation, with respect to the ninety-two (92) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. **21661** filed on September 23, 1998 at 2:28 PM.

The Lease was terminated February 2, 2001. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

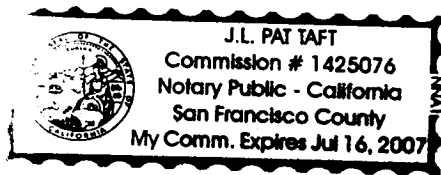
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On April 14th, 2005, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

J. L. Pat Taft
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Lease dated April 14, 2005

Group A Units: Fourteen (14), 100-ton, 3420 cubic foot, roller bearing, three pocket, open top hopper railcars built by Greenville in 1975:

HLMX 87627, 87661, 87664, 87665, 87677, 87688, 87697, 87708, 87747, 87750, 87754, 87780, 87785, 87788;

Group B Units: Seventy (70), 100-ton, 3442 & 3502 cubic foot, roller bearing three pocket open top hopper railcars built by Bethlehem in 1965:

HMJX 87007, 87012, 87073, 87074, 87078, 87080, 87091, 87095, 87097, 87099, 87117, 87118, 87119, 87123, 87129, 87134, 87136, 87139, 87144, 87165, 87182, 87191, 87204, 87210, 87216, 87218, 87220, 87223, 87262, 87268, 87272, 87286, 87295, 87309, 87312, 87313, 87314, 87322, 87334, 87352, 87365, 87370, 87385, 87386, 87389, 87390, 87391, 87397, 87401, 87405, 87407, 87411, 87412, 87415, 87420, 87423, 87425, 87426, 87428, 87429, 87430, 87439, 87444, 87456, 87457, 87460, 87488, 87491, 87494, 87496;